

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. Grace & Co., <u>et al.</u> ¹)	Case No. 01-1139
)	(Jointly Administered)
Debtors)	
)	

AFFIDAVIT UNDER 11 U.S.C. 327(e)
(SHERIN AND LODGEN LLP)

COMMONWEALTH OF MASSACHUSETTS)
)
COUNTY OF SUFFOLK)

Peter Friedenberg, being duly sworn, upon his oath, deposes and says:

1. I am Of Counsel to the law firm of Sherin and Lodgen LLP, located at 100 Summer Street, Boston, Massachusetts 02110 (the "Firm").
2. The Debtors have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

1 The Debtors consist of the following 62 entities: W. R. Grace & Co. (W/R Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston, Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (W/R Grace Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (W/R Grace Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston, Ltd., G.C. Limited Partners I, Inc. (W/R Grace Cocoa Limited Partners I, Inc.), G. C Management, Inc. (W/R Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B, Inc., Grace A-B II, Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G, Inc., Grace H-G II, Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (W/R Grace Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, LB Realty, Ltd., Litigation Management, Inc. (W/R Grace GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (W/R Grace Nestor-BNA Holdings Corporation), MRA Interdenaco, Inc. (W/R Grace Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (W/R Grace British Nursing Association, Inc.), Remedium Group, Inc. (W/R Grace Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (W/R Grace Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties-in-interest in the Debtors' chapter 11 cases.

4. As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases.

5. Neither I nor any principal of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

6. Neither I nor any principal of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to these chapter 11 cases or the matters for which the Firm has been retained in these chapter 11 cases.

7. The Debtors owe the Firm \$0 for prepetition services.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

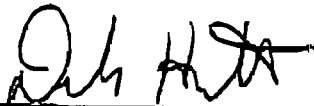
Executed on November 6, 2003.

SHERIN AND LODGEN LLP

By: 

Peter Friedenberg
Of Counsel

Sworn to and subscribed before me
this 6th day of November, 2003.



Notary Public Deborah A. Hantel

My Commission expires: August 9, 2007